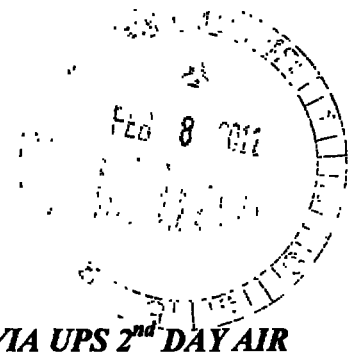


RECORDATION NO. 23708-5 FILED

FEB 08 '11 -2 20 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

February 1, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 23708.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lhoist North America, Inc.
3700 Hulen Street
Fort Worth, TX 76107

A description of the railroad equipment covered by the enclosed document is for seventy eight (78) covered hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(LHNO002)

FEB 08 '11 -220 PM

ASSGN. NO.: LHNO002

MEMORANDUM OF LEASE

SUMMIT INDUSTRIAL BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of October, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lhoist North America, Inc., a Nevada corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 20, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 6, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION
[CORPORATE SEAL]

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING
Executed on this 6th day of October, 2010

STATE OF ILLINOIS
COUNTY OF COOK

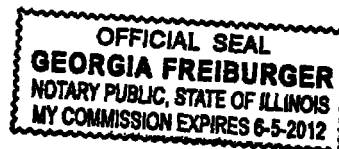
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of October, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

LHOIST NORTH AMERICA, INC.

ATTEST:

By: [Signature]
Name: Shirley Ann Sander
Title: Project Manager - Logistics

By: [Signature]
Name: Kyle Kolde
Title: CFU

Executed on this 9 day of September, 2010.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

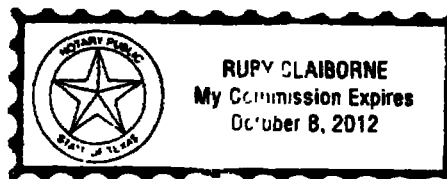
I, Ruby Claiborne, a Notary Public of the County and State aforesaid, certify that
Kyle Kolde personally appeared before me this day and acknowledged his/her due
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10 day of September, 2010.

[Signature]
Notary Public

My Commission Expires:

10-8-12
(Notary Public)



**EXHIBIT A TO
MEMORANDUM OF LEASE**

NUMBER OF CARS: Seventy-eight (78)

DESCRIPTION OF CARS: 4750 cu. ft., Covered Hopper Cars

CAR NUMBERS:

FURX	839361	NDYX	475167	NDYX	475222
FURX	839377	NDYX	475168	NDYX	475225
NDYX	475004	NDYX	475169	NDYX	475227
NDYX	475007	NDYX	475172	NDYX	475228
NDYX	475008	NDYX	475173	NDYX	475229
NDYX	475011	NDYX	475176	NDYX	475230
NDYX	475019	NDYX	475177	NDYX	475233
NDYX	475024	NDYX	475178	NDYX	475234
NDYX	475029	NDYX	475181	NDYX	475235
NDYX	475035	NDYX	475186	NDYX	475236
NDYX	475037	NDYX	475189	NDYX	475240
NDYX	475038	NDYX	475191	NDYX	475244
NDYX	475040	NDYX	475193	NDYX	475247
NDYX	475041	NDYX	475195	NDYX	475252
NDYX	475060	NDYX	475196	NDYX	475255
NDYX	475061	NDYX	475197	NDYX	475264
NDYX	475069	NDYX	475198	NDYX	475266
NDYX	475075	NDYX	475199	NDYX	475267
NDYX	475089	NDYX	475205	NDYX	475268
NDYX	475091	NDYX	475206	NDYX	475269
NDYX	475093	NDYX	475207	NDYX	475273
NDYX	475131	NDYX	475214	NDYX	475274
NDYX	475133	NDYX	475215	NDYX	475275
NDYX	475161	NDYX	475216	NDYX	475458
NDYX	475162	NDYX	475219	NDYX	475485
NDYX	475163	NDYX	475221	NDYX	475490